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If you have sold or transferred all your shares in Zhongliang Holdings Group Company Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Zhongliang Holdings Group Company Limited

中梁控股集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2772)

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND TO BUY BACK SHARES
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED PAYMENT OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

Unless the context otherwise requires, capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the AGM of Zhongliang Holdings Group Company Limited to be held at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Thursday, 3 June 2021 at 10:00 a.m. is set out on pages 18 to 22 of this circular. A proxy form for use at the AGM is also enclosed and published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.zlhcgroup.com>).

Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:00 a.m. on Tuesday, 1 June 2021 (Hong Kong Time)) or the adjourned meeting (as the case may be). Completion and return of the proxy form shall not preclude shareholders from attending and voting in person at the AGM or at any adjournment thereof if they so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the coronavirus disease (COVID-19) at the AGM, including:

- compulsory temperature checks (any person with a fever, flu-like symptoms, respiratory symptoms or a body temperature of over 37.3 degree Celsius may be denied entry to the meeting venue)
- request of wearing of surgical face masks throughout the meeting and not wearing surgical face masks will be denied entry to the meeting venue
- no distribution of corporate gifts and no refreshments will be served
- other safety measures as appropriate

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the coronavirus disease (COVID-19) epidemic (the “**COVID-19 Pandemic**”) and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of Shareholders who might be attending the forthcoming AGM in person, the Company will implement the following precautionary measures at the AGM.

Voting by proxy in advance of the AGM

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 Pandemic.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising Shareholder rights.

Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

The deadline to submit the completed proxy form is Tuesday, 1 June 2021 at 10:00 a.m. Completed proxy form must be returned to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

To safeguard the health and safety of Shareholders who are attending the AGM in person, the Company will also implement the following measures at the AGM:

- all attendees will be required to undergo compulsory temperature checks before entering the AGM venue;
- any person who has a fever or exhibits flu-like symptoms or respiratory symptoms or a body temperature of over 37.3 degree Celsius will not be granted access to the AGM venue and will be asked to leave the AGM venue;
- every attendee will be required to wear a surgical face mask throughout the AGM. Any attendee who is not wearing a surgical mask will be denied entry to the AGM venue and will be asked to leave the AGM venue. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks inside the AGM venue at all time, and to maintain a safe distance between seats;
- any person, who has recently travelled to, any affected countries or areas outside Hong Kong (as per guidelines issued by the Hong Kong government at <https://www.chp.gov.hk>) at any time in the preceding 21 days prior to the AGM, will not be permitted to attend the AGM; and
- no distribution of corporate gifts and refreshments will not be served at the AGM.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Shareholders who are feeling unwell or have been placed on leave of absence on the date of the AGM are advised not to attend the AGM.

As the COVID-19 Pandemic continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to Shareholders and others attending the AGM and to comply with any requirements or recommendations of any government agencies from time to time.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19. The AGM will commence sharply at 10:00 a.m. on Thursday, 3 June 2021, and Shareholders are encouraged to arrive at the AGM venue at least half an hour prior to the meeting commencement time to avoid delays from precautionary measures mentioned above in the registration process.

Appointment of proxy by non-registered Shareholders: Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Telephone: +852 2862 8555
Facsimile: +852 2865 0990
Website: www.computershare.com/hk/contact

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Thursday, 3 June 2021 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Zhongliang Holdings Group Company Limited (中梁控股集團有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK32.5 cents (equivalent to approximately RMB27.3 cents) as recommended by the Board
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to issue, allot or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Latest Practicable Date”	26 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Prospectus”	the prospectus of the Company dated 27 June 2019 being issued in connection with the listing of the Company on the Main Board of the Stock Exchange on 16 July 2019
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shares(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares with a total number of Shares of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB3,629,765,000 as at 31 December 2020 based on the audited consolidated financial statement of the Company as at 31 December 2020
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Code on Takeovers and Mergers contained in The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“%”	percent

LETTER FROM THE BOARD



Zhongliang Holdings Group Company Limited

中梁控股集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2772)

Executive Directors:

Mr. Yang Jian (*Chairman*)
Mr. Chen Hongliang (*Co-President*)
Mr. Li Heli (*Co-President*)
Mr. Yau Sze Ka (*Albert*)

Registered Office:

190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Independent non-executive Directors:

Mr. Wang Kaiguo
Mr. Wu Xiaobo
Mr. Au Yeung Po Fung

Head office in the PRC:

20/F., No. 3 Shanghai Convention & Exhibition
Center of International Sourcing
235 Yunling East Road
Putuo District, Shanghai
China

Principal Place of Business in Hong Kong:

27/F., Queen's Road Centre,
152 Queen's Road Central, Central
Hong Kong

3 May 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND TO BUY BACK SHARES
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED PAYMENT OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, 3 June 2021. A notice convening the Annual General Meeting is set out on pages 18 to 22 of this circular.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In addition, at the annual general meeting of the Company held on 5 June 2020, a general unconditional mandate was also granted to the Directors to issue, allot and deal with additional Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to issue, allot and deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular. An ordinary resolution to extend the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

Assuming no further Shares are issued or bought back prior to the Annual General Meeting and based on the issued share capital of the Company of 3,581,791,500 Shares as at the Latest Practicable Date, the Directors would be allowed to allot and issue a maximum of 716,358,300 Shares under the Issue Mandate. The Issue Mandate will expire upon whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the Directors have no immediate plan to allot and issue any additional Shares pursuant to the Issue Mandate.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 5 June 2020, a general unconditional mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, with a total number of Shares of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular.

Assuming no further Shares are issued or bought back prior to the Annual General Meeting and based on the issued share capital of the Company of 3,581,791,500 Shares as at the Latest Practicable Date, the Directors would be allowed to buy back a maximum of 358,179,150 Shares under the Share Buy-back Mandate. The Share Buy-back Mandate will expire upon whichever is

LETTER FROM THE BOARD

the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

As at the Latest Practicable Date, the Directors have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required to be sent to the Shareholders pursuant to the Listing Rules containing requisite information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises seven Directors, of which four are executive Directors, namely Mr. Yang Jian, Mr. Chen Hongliang, Mr. Li Heli and Mr. Yau Sze Ka (Albert); and three are independent non-executive Directors, namely Mr. Wang Kaiguo, Mr. Wu Xiaobo and Mr. Au Yeung Po Fung.

Pursuant to article 108(a) of the Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation at each Annual General Meeting.

Accordingly, each of Mr. Yang Jian, Mr. Wu Xiaobo and Mr. Au Yeung Po Fung shall retire from office and, being eligible, offer himself for re-election at the Annual General Meeting.

The Board has received from each of Mr. Wu Xiaobo and Mr. Au Yeung Po Fung a written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers Mr. Wu Xiaobo and Mr. Au Yeung Po Fung to be independent under the Listing Rules.

Based on the information available to the Company, Mr. Au Yeung is holding several directorships in companies listed in Hong Kong as set out in his biography in Appendix II. Given that Mr. Au Yeung has extensive experience in real estate industry which is the Company's principal business, and the Board noted that Mr. Au Yeung has maintained 100% attendance rate of all the Board and Board committee meetings since the listing of the Company's shares on the Stock Exchange on 16 July 2019, the Board is of the view that Mr. Au Yeung is able to devote sufficient time and attention to perform the duties of an independent non-executive director of the Company and to the affairs of the Group notwithstanding the other directorships that he is holding.

The Nomination Committee has recommended to the Board on re-election of all the aforesaid retiring Directors who, being eligible, will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

The Board therefore considers that the aforesaid retiring Directors, subject to re-election at the Annual General Meeting is in the best interest of the Company and Shareholders as a whole.

Biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

5. PROPOSED PAYMENT OF FINAL DIVIDEND

Reference is made to the announcement of the Company dated 23 March 2021 regarding the annual results of the Group for the year ended 31 December 2020 and the proposed payment of the Final Dividend.

Subject to the approval of the Shareholders and in compliance the Companies Law, the Board will make payment of the Final Dividend of HK32.5 cents (equivalent to approximately RMB27.3 cents) per Share out of the Share Premium Account to Shareholders whose names appear on the register of members of the Company on 19 August 2021. If such ordinary resolution is passed at the Annual General Meeting, the Final Dividend will be paid in HK\$ on or about 31 August 2021.

Under Section 34(2) of the Companies Law, the share premium account may be applied by a company in paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business (the “**Solvency Test**”). The Board confirms that with respect to the Final Dividend, the Company meets the Solvency Test as laid down under the Companies Law and shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the Final Dividend is proposed to be paid.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 22 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A proxy form for use at the Annual General Meeting is enclosed with this circular and is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.zldcgroup.com>). To be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before

LETTER FROM THE BOARD

the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 1 June 2021 (Hong Kong Time)) or the adjourned meeting (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting at the Annual General Meeting or at any adjournment thereof if you so wish.

7. RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Share Buy-back Mandate, the proposed re-election of retiring Directors and the proposed payment of Final Dividend out of the Share Premium Account are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

Zhongliang Holdings Group Company Limited

Yang Jian

Chairman

This appendix serves an explanatory statement required to be sent to the Shareholders pursuant to the Listing Rules containing requisite information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,581,791,500 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back or cancelled following the Latest Practicable Date and up to the date of the Annual General Meeting, exercise in full of the Share Buy-back Mandate could accordingly result in up to 358,179,150 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting, being bought back by the Company during the period from the passing of the Share Buy-back Mandate at the Annual General Meeting up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the passing of an ordinary resolution by Shareholders in a general meeting of the Company revoking or varying the Share Buy-back Mandate, whichever occurs first.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole and would provide the Directors with flexibility to buy back Shares if and when appropriate. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

3. SOURCE OF FUNDS

In buying back Shares, the Company may only apply funds legally available for such buy-backs in accordance with its Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

4. IMPACT OF THE BUY-BACK

There might be a material adverse effect on the working capital or gearing position of the Group, as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2020, in the event that the Share

Buy-back Mandate is exercised in full at any time during the proposed period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or its gearing levels.

5. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to, so far as the same may be applicable, exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

6. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Directors, as at the Latest Practicable Date, Mr. Yang Jian and his spouse, Ms. Xu Xiaoqun, together were interested in 2,970,702,989 Shares through their respective investment companies, representing approximately 82.94% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of Mr. Yang Jian and Ms. Xu Xiaoqun would be increased to approximately 92.15% of the issued share capital of the Company.

To the best knowledge of the Directors, such increase in shareholding of Mr. Yang Jian and Ms. Xu Xiaoqun would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in

accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Share Buy-back Mandate.

As disclosed in the Prospectus and the announcement of the Company dated 6 August 2019, the Stock Exchange has granted the Company a waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules, pursuant to which the minimum percentage of the Shares from time to time held by the public shall be 17.06% of the total issued share capital of the Company after the exercise of the Over-allotment Option (as defined in the Prospectus). The Directors do not intend to exercise the Share Buy-back Mandate to such extent as would result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage as approved by the Stock Exchange.

7. SHARES BOUGHT BACK BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company did not buy back any of the Shares (whether on the Stock Exchange or otherwise).

8. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the previous 12 months were as follows:

	Share prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	6.03	5.40
May	5.81	5.10
June	6.14	5.25
July	6.29	5.07
August	5.55	4.94
September	5.15	4.68
October	5.34	4.88
November	5.35	4.94
December	5.29	4.82
2021		
January	5.18	4.51
February	5.45	4.52
March	5.47	5.06
April (<i>up to and including the Latest Practicable Date</i>)	5.66	5.18

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Yang Jian (楊劍)

Mr. Yang Jian (楊劍), aged 49, is the founder of the Group and was appointed as the executive Director and the chairman of the Board in March 2018. He is also the chairman of the nomination committee and a member of the remuneration committee of the Company. Mr. Yang has more than 27 years of experience in the PRC real estate industry. Mr. Yang is principally responsible for the overall management and business operations of the Group, including coordinating board affairs, formulating strategies and operational plans, and making major business decisions. Since the establishment of the Group's PRC principal operating subsidiary Shanghai Zhongliang Real Estate Group Company Limited in 2009 until October 2019, Mr. Yang has been the chairman of the board at Shanghai Zhongliang Real Estate Group Company Limited, and has been in charge of coordinating board affairs, overseeing the company's development strategies and managing its daily operations, and Mr. Yang has been a director of Shanghai Zhongliang Real Estate Group Company Limited since October 2019. Mr. Yang has also taken various roles at Shanghai Zhongliang Enterprise Development Limited since its establishment in August 2016 to September 2019, including executive director, chairman of the board and managing director.

Mr. Yang received the Executive Education Program Certificate from Cheung Kong Graduate School of Business (長江商學院), the PRC, in May 2016 after completing a course in investment and financing in capital market.

As at the Latest Practicable Date, Mr. Yang and his spouse, Ms. Xu Xiaoqun, together were interested in 2,970,702,989 Shares through their respective investment companies within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yang (i) has not held any directorships or taken any major appointment in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years or other major appointments or professional qualifications; (ii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any other interests in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Yang has entered into a service contract with the Company for a fixed term of three years starting from 19 June 2019 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Yang is entitled to receive emolument of RMB10,555,560 per annum and a discretionary bonus to be determined by the Board with reference to his duties and responsibilities as well as the prevailing market conditions.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save for the information disclosed above, Mr. Yang confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there are no other matters in relation to his standing for re-election as Director that need to be brought to the attention of the Shareholders.

(2) Mr. Wu Xiaobo (吳曉波)

Mr. Wu Xiaobo (吳曉波), aged 61, was appointed as an independent non-executive Director in June 2019 and is currently the chairman of the remuneration committee and a member of each of the audit committee and nomination committee of the Company. Mr. Wu has extensive work experience acting as a strategy adviser in the manufacturing industry in terms of providing strategy, innovation, transnational development and management consulting services. Mr. Wu has served as an independent director of Hikvision Digital Technology Co., Ltd. (海康威視數字技術股份有限公司) (a video-centric IoT solution provider listed on the Shenzhen Stock Exchange, stock code: 002415) since March 2021. He also served as an independent director of Ucloud Technology Co., Ltd. (優刻得科技股份有限公司) (a neutral third-party cloud computing service provider listed on the Shanghai Stock Exchange, stock code: 688158), as well as an independent director of IKD Co., Ltd. (愛柯迪股份有限公司) (an auto parts manufacturer listed on the Shanghai Stock Exchange, stock code: 600933) since August 2018. From March 2010 to November 2015, Mr. Wu was a strategy adviser of Zhejiang Machinery and Electrical Group (浙江省機電集團), which manufactures and distributes machinery products, and he was responsible for corporate strategy consultation. Mr. Wu graduated from Zhejiang University (浙江大學) in Zhejiang Province, the PRC, with a doctor's degree in management science and engineering in July 1992, a master's degree in engineering in June 1989 and a bachelor's degree in electrical engineering in January 1982.

Save as disclosed above, Mr. Wu (i) has not held any directorships or taken any major appointment in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years or other major appointments or professional qualifications; (ii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any interests in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Wu has entered into a letter of appointment with the Company for a fixed term of three years starting from 16 July 2019, the date on which the Company is listed on the Stock Exchange, and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Wu is entitled to receive a director's fee of RMB370,000 per annum, which was determined with reference to his duties and responsibilities and the prevailing market conditions.

Save for the information disclosed above, Mr. Wu confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there are no other matters in relation to his standing for re-election as Director that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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(3) Mr. Au Yeung Po Fung (歐陽寶豐)

Mr. Au Yeung Po Fung (歐陽寶豐), aged 53, was appointed as an independent non-executive Director in June 2019 and is currently the chairman of the audit committee and a member of the remuneration committee of the Company. Mr. Au Yeung has extensive work experience in the real estate industry. He held various senior management positions in various real estate companies, including Beijing Huahong Group Co., Ltd. (北京華鴻集團), Sansheng Holdings (Group) Co. Ltd. (三盛控股(集團)有限公司), Fujian Sansheng Property Development Company Limited (福建三盛房地產開發有限公司), South China Assets Holdings Limited (南華資產控股有限公司), Shenzhen Tianlai Tourism Property Group (深圳天來文旅地產集團), Fosun Industrial Holdings Limited (復星地產控股有限公司) (a subsidiary of Fosun International Limited (復星國際有限公司)), Sun Hung Kai Properties Limited (新鴻基地產開發有限公司), Powerlong Real Estate Holdings Limited (寶龍地產控股有限公司), Greenland Hong Kong Holdings Limited (綠地香港控股有限公司), Landsea Green Group Co., Ltd. (朗詩綠色地產有限公司), Fu Wah International Enterprises Group Ltd.(富華國際集團有限公司). Mr. Au Yeung graduated from The Hong Kong Polytechnic (香港理工學院) (currently known as The Hong Kong Polytechnic University (香港理工大學)) in Hong Kong in November 1990 with a bachelor's degree in business studies. He was admitted as a fellow of The Association of Chartered Certified Accountants in November 2000, a fellow of the Hong Kong Society of Accountants (currently known as the Hong Kong Institute of Certified Public Accountants (HKICPA)) in May 2003, and a fellow of the Institute of Chartered Accountants in England and Wales in July 2015. Mr. Au Yeung was also certified as a chartered financial analyst (CFA) of the CFA Institute in September 2006.

In addition, Mr. Au Yeung holds or had served as an independent non-executive director in the following companies listed on the Stock Exchange:

Period of service	Name of company	Principal business
Oct 2020 to present	Sunkwan Properties Group Limited (上坤地產集團有限公司) (stock code: 6900)	real estate developer
June 2020 to present	Zhenro Services Group Limited (正榮服務集團有限公司) (stock code: 6958)	property management service
August 2019 to present	Sinic Holdings (Group) Company Limited (新力控股(集團)有限公司) (stock code: 2103)	real estate developer

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Period of service	Name of company	Principal business
June 2018 to present	eBroker Group Limited (電子交易集團有限公司) (stock code: 8036)	financial technology solution provider
June 2018 to present	Redsun Properties Group Limited (弘陽地產集團有限公司) (stock code: 1996)	real estate developer
May 2018 to present	Shanshan Brand Management Co., Ltd. (杉杉品牌運營股份有限公司) (stock code: 1749)	menswear company focusing on design, marketing and sale of formal and casual business menswear in the PRC
June 2017 to February 2020	GR Properties Ltd. (國銳地產有限公司) (stock code: 108)	property development and management company
July 2016 to September 2019	China LNG Group Limited (中國天然氣集團有限公司) (stock code: 931)	asset management and new energy development
May 2016 to September 2016	Kiu Hung International Holdings Limited (僑雄國際控股有限公司) (stock code: 381)	toys manufacturing and resources and leisure- related business

Save as disclosed above, Mr. Au Yeung (i) has not held any directorships or taken any major appointment in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years or other major appointments or professional qualifications; (ii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any interests in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Au Yeung has entered into a letter of appointment with the Company for a fixed term of three years starting from 16 July 2019, the date on which the Company is listed on the Stock Exchange, and subject to retirement by rotation and re-election at the annual general meeting of the

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Company in accordance with the Articles of Association. Mr. Au Yeung is entitled to receive a director's fee of RMB370,000 per annum, which was determined with reference to his duties and responsibilities and the prevailing market conditions.

Save for the information disclosed above, Mr. Au Yeung confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there are no other matters in relation to his standing for re-election as Director that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Zhongliang Holdings Group Company Limited

中梁控股集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2772)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting (the “**Annual General Meeting**”) of Zhongliang Holdings Group Company Limited (the “**Company**”) will be held at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Thursday, 3 June 2021 at 10:00 a.m. for the following purposes:

As ordinary business:

1. To receive the audited consolidated financial statements of the Company and the reports of the board (the “**Board**”) of directors (the “**Directors**”) and auditor for the year ended 31 December 2020.
2. To declare a final dividend of HK32.5 cents per share for the year ended 31 December 2020 out of the share premium account of the Company.
3. (A) To re-elect Mr. Yang Jian as an executive Director.
(B) To re-elect Mr. Wu Xiaobo as an independent non-executive Director.
(C) To re-elect Mr. Au Yeung Po Fung as an independent non-executive Director.
(D) To authorise the Board to fix the Directors’ remuneration.
4. To re-appoint Ernst & Young as auditor of the Company and to authorise the Board to fix its remuneration.

As additional ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. “**THAT:**
 - (a) subject to item 5(c) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company during the Relevant Period (as defined below) to issue, allot and deal with additional shares in the Company and to make or grant offers, agreements, options and rights which might require the exercise of such powers;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the mandate in item 5(a) above shall authorise the Directors to make or grant offers, agreements, options and rights during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in item 5(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in item 5(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Right Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**

- (a) subject to item 6(b) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in item 6(a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in item 6(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

On behalf of the Board

Zhongliang Holdings Group Company Limited

Yang Jian

Chairman

Hong Kong, 3 May 2021

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The results of the poll will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.zldcgroup.com>) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 1 June 2021 (Hong Kong Time)) or the adjourned meeting (as the case may be). Delivery of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or at any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 31 May 2021 to Thursday, 3 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 28 May 2021.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Tuesday, 17 August 2021 to Thursday, 19 August 2021, both days inclusive, during which no transfer of shares will be registered. In order to

NOTICE OF ANNUAL GENERAL MEETING

qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 16 August 2021.

6. A circular containing further details concerning the resolutions set out in the above notice will be sent to all shareholders of the Company together with the annual report of the Company for the year ended 31 December 2020.
7. If tropical cyclone warning signal number 8 or above or "extreme conditions" caused by super typhoon, or a black rainstorm warning signal is in effect any time and remains in force 2 hours before the time of the Annual General Meeting, the meeting will be postponed or adjourned. The Company will publish an announcement on the website of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Company (<http://www.zldcgroup.com>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
8. References to time and dates in this notice are to Hong Kong time and dates.
9. As at the date of this notice, Mr. Yang Jian, Mr. Chen Hongliang, Mr. Li Heli and Mr. Yau Sze Ka (Albert) are the executive Directors, and Mr. Wang Kaiguo, Mr. Wu Xiaobo and Mr. Au Yeung Po Fung are the independent non-executive Directors.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the coronavirus disease (COVID-19) at the Annual General Meeting, including:

- compulsory temperature checks (any person with a fever, flu-like symptoms, respiratory symptoms or a body temperature of over 37.3 degree Celsius may be denied entry to the meeting venue)
- request of wearing of surgical face masks throughout the meeting and not wearing surgical face masks will be denied entry to the meeting venue
- no distribution of corporate gifts and no refreshments will be served
- other safety measures as appropriate

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of shareholders, the Company would like to encourage shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Annual General Meeting in person.